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BOARD POLICY MANUAL REVISIONS

Action Requested: Approve revisions to Board of Regents Policy Manual Chapters 1.2 – Board of Regents Committees and 1.4 – Meetings, as detailed in Attachment A. The proposed policy manual revisions will be effective May 1, 2023.

Executive Summary: Pursuant to Iowa Code section 262.12, the Board of Regents has authority to create such committees from its own members or others and formulate and establish such rules, outline such policies and prescribe such procedures therefor. Furthermore, Iowa Administrative Code section 681-11.1(7) gives the Board President authority to set the functions of any committee or task force. The Board office conducted a review of policy manual provisions governing the structure and organization of Board of Regents committees. Proposed revisions were presented to the Board of Regents as a first reading during the February 2023 meeting. There are not material changes to the final revisions as compared to the proposal considered during the first reading.

The final revisions are included as Attachment A and summarized as follows:

Committee Structure and Authority – Board of Regents Policy Manual Chapter 1.2 sets forth the general structure and responsibilities for committees and subcommittees of the Board of Regents. Current policy establishes eight standing committees of the Board. The President of the Board of Regents is vested with the general authority for making appointments to all standing committees, but the policy otherwise does not define the membership or action authority for any of the standing committees. To provide further clarity on the structure, organization, and authority of Board of Regents committees the following revisions to Policy Manual Chapter 1.2 are proposed:

- Subsection 1.2.A – Distinguishes between Standing Committees and Committees-of-the-Whole.
- Subsection 1.2.B – Establishes general responsibilities applicable to all committees of the Board of Regents, including Standing Committees and Committees-of-the-Whole. Proposed revisions remove the subsection language that is inapplicable to Committees-of-the-Whole given their authority over action items. These provisions have been moved to subsection 1.2.C – Establishment and Operation of Standing Committees – in modified form.
- Subsection 1.2.C – Establishes Standing Committees and their operation. The proposed revisions accomplish the following:
 - Define Standing Committee membership as consisting of three voting members appointed from the Board of Regents. Additional non-voting ex-officio members may be appointed from relevant constituent groups as determined by the President of the Board of Regents.
 - Affirm that Standing Committees operate in an advisory capacity to the Board of Regents.
 - Authorize the Chair of each Standing Committee to establish the committee docket in consultation with the Executive Director.

- Establish the authority of each Standing Committee with regard to all action items presented for consideration. Require each Standing Committee to regularly report to the Board of Regents on recommendations regarding any action items presented for Board of Regents consideration.
- Establish five permanent Standing Committees of the Board of Regents.
- Subsection 1.2.D – Establishes Committees-of-the-Whole and their operation. The proposed revisions accomplish the following:
 - Define Committee-of-the-Whole membership as consisting of all nine members of the Board of Regents.
 - Authorize the Chair of each Committee-of-the-Whole to establish the committee docket in consultation with the Executive Director.
 - Affirm that each Committee-of-the-Whole may take final action on all items presented for consideration.
 - Establish two permanent Committees-of-the-Whole.

Standing Committee Reorganization – Board Policy establishes permanent committees, each with defined subject matter areas of responsibility. The Board of Regents does not presently have a committee dedicated to overseeing human resources policies, practices, and procedures at the Regent institutions. The Board office proposes expanding the authority of the Governance and Evaluation Committee to include oversight in all areas related to human resources at the Regent institutions. The Governance and Evaluation Committee is currently responsible for overseeing evaluation structures and professional development for the institutional heads, and this proposed addition is a logical extension of the committee's existing authority. The new committee would be a Standing Committee consisting of three voting members appointed from the Board of Regents and would be titled the Human Resources, Governance and Evaluation Committee.

On February 24, 2021, the Board of Regents established the Free Speech Committee as a permanent committee of the Board. The Free Speech Committee is responsible for monitoring strategies and best practices for fostering free expression and providing guidance to the institutions on implementing these strategies. The First Amendment and freedom of expression are integral to many aspects of the campus environment. To further enhance the Free Speech Committee's oversight authority, the Board office proposes merging the Campus and Student Affairs Committee with the Free Speech Committee. The Campus and Student Affairs Committee currently provides oversight in several key areas of campus and student life. The proposed reorganization will assure that oversight of these critical areas occurs within the context of the First Amendment. This committee would be a Standing Committee consisting of three voting members appointed from the Board of Regents and would be titled the Free Speech and Student Affairs Committee.

Consent Agenda – Board Policy Manual subchapter 1.4.C establishes the process for setting the agenda for meetings of the Board of Regents. The policy does not currently define what items are proper for consideration as part of the consent agenda. According to Robert's Rules of Order, consent calendars are typically utilized for disposing of routine business matters. The Board office proposes new subchapter 1.4.C.i, defining items that may be docketed on the consent agenda as including: a) approval of minutes; b) routine business or procedural matters; and c) committee reports and recommendations.

BOARD POLICY MANUAL REVISIONS

1.2 Board of Regents Committees

A. Appointment and Authority of Committees and Subcommittees

- i. The Board of Regents has ~~Committees-of-the-Whole and s~~Standing ~~e~~Committees, as identified in subsections ~~C and D~~. ~~Their purpose is to support the mission and goals of the Board. Standing e~~Committee appointments and designation of committee chairs are made by the Board President, subject to ratification by the Board of Regents.
- ii. The President of the Board or a majority of the Board members may establish a time- limited ad hoc committee or a task force to undertake a specific mission. Ad hoc committee or task force appointments and designation of chairs are made by the Board President, subject to ratification by the Board.
- iii. The President of the Board may establish subcommittees, make appointments to subcommittees and designate chairs. Subcommittees may be standing, ad hoc, or a task force, as determined by the Board President. Subcommittees shall report as determined by the Board President. All actions taken by the Board President with regard to the establishment of a subcommittee are subject to Board ratification.
- iv. ~~Standing~~ Committees and subcommittees of the Board are considered advisory and/or working groups of the Board.
- v. A member of the Board of Regents serving as Board President, President Pro Tem, or Chair of the Investment and Finance Committee shall not be eligible for appointment to the University of Iowa Strategic Initiatives Fund Board of Directors during the term of their appointment as President, President Pro Tem, or Chair of the Investment and Finance Committee.

B. General Committee ~~and Subcommittee~~ Responsibilities

Each committee, within its designated area of jurisdiction, is responsible for the following activities:

- i. Preparing an annual committee plan that defines the scope of the committee work, establishes benchmarks, and identifies performance indicators of committee progress.
- ii. Gathering information on issues and policies pertinent to the committee's work, which may include directing the work and considering the reports of special and

inter-institutional committees of the Board of Regents.

- ~~iii. Developing short-term and long-term recommendations to the Board of Regents or designated Standing Committee after thoughtful consideration of relevant issues and policies.~~
- ~~iv. Regularly reporting to the Board of Regents or another entity or group as determined by the Board regarding the status of the Committee or Subcommittee's assignments and accomplishments.~~

C. Establishment and Operation of Standing Committees ~~and Subcommittees~~

~~In order to conduct business, a quorum of the committee must be in attendance. A quorum of a committee consists of a majority of the committee members. Each committee of the Board of Regents shall follow Roberts Rules of Order.~~

- ~~i. Standing Committees shall consist of at least three Voting Members who shall be appointed from the membership of the Board of Regents. A Committee Chair and Vice Chair shall be selected from the Voting Members by the President of the Board of Regents. Standing Committees may also be comprised of non-voting Ex-Officio Members appointed from the Board Office, the Institutions, or other appropriate organizations as determined by the President of the Board of Regents.~~
- ~~ii. Standing Committees operate in an advisory capacity to the Board of Regents. Each Standing Committee shall operate, to the greatest extent practicable, in accordance with the provisions of Iowa Code Chapter 21 – the Iowa Open Meetings Act. Standing Committees shall follow Roberts Rules of Order.~~
- ~~iii. The Chair of the Standing Committee is responsible for establishing the committee's docket in consultation with the Executive Director of the Board of Regents.~~
- ~~iv. Standing Committees are responsible for evaluating all items presented for their consideration and formulating recommendations, including recommended action, for the Board of Regents. Standing Committees shall regularly report to the Board of Regents regarding the Standing Committees' work and recommendations on any action items.~~
- ~~v. Standing Committees may 1) recommend that the Board of Regents take certain action on an item (with or without proposed amendments), 2) table an item, or 3) refer an item back to the institution for reconsideration. All committee actions shall be docketed for review by the Board of Regents at the immediately following Board meeting, with~~

all votes documented in writing.

The following Standing Committees are established by this Policy:

~~D. Standing Committees of the Board of Regents~~

Academic Affairs. Primary responsibilities of this committee include the following:

- i. Providing oversight and policy recommendations for the universities and special schools related to:
 - a. academic-affairs and student achievement
 - b. intercollegiate athletics
 - c. faculty activities
 - d. university admissions standards and processes
 - e. new, revised, suspended or closed academic programs
 - f. academic and service delivery at the special schools
- ii. Monitoring and developing appropriate responses to state, regional and national policy initiatives regarding higher and special education
- iii. Establishing positive, collaborative relationships with other education sectors
- iv. Ensuring University, college, and department accreditation is in good standing
- v. Ensure innovative programs and program delivery to meet the needs of the state with excellence
- vi. Receiving progress updates and evaluation reports on delivery of academic programming and student success benchmarks
- vii. Addressing diversity and inclusion in academic policies, procedures and programs

Free Speech and Student Affairs. Primary responsibilities of this committee include:

- i. Receiving and reviewing complaints filed under Board Policy Manual Chapter 4.2 – Freedom of Expression.
- ii. Receiving and reviewing campus safety and security reports.
- iii. Providing oversight and policy recommendations for the universities in the areas of:

- a. Free expression on college and university campuses.
 - b. Student life and development; including, but not limited to, financial aid and career development.
 - c. Campus safety and security.
 - d. Campus diversity and inclusion.
- iv. Biannually:
- a. Reviewing First Amendment training and all free speech policies and procedures to assure cross-institutional consistency and compliance with the law and identify areas for improvement.
 - b. Surveying all university faculty, staff and students on First Amendment matters in the context of the campus environment.
- v. Monitoring state, regional, and national strategies and best practices in all areas under the committee's jurisdiction and providing guidance to the universities in implementation of identified strategies.

Governance, Evaluation, and Human Resources. The committee is primarily responsible for:

- i. Creating an evaluation structure for the institutional heads and Executive Director that addresses the following: (Presidents, CEO, COO)
 - a. Strategic plan progress
 - b. Goals
 - c. Performance
 - d. Professional growth (aligned with goals and performance)
- ii. Planning professional development (Board, institutional heads, and Executive Director)
- iii. Formulating strategic plan direction
- iv. Performing Board self-evaluation
- v. Providing oversight and policy recommendations for the institutions in all areas related to human resources; including, but not limited to:
 - a. Compensation plans and benefits
 - b. Employee and labor relations
 - c. Recruitment and retention
- vi. Reviewing and making recommendations to the Board of Regents on human resources policy and program changes (including pilot programs) as provided in Chapter 2.1 of this Policy Manual.
- vii. Receiving and reviewing all human resources reports required to be submitted to the Board of Regents as provided in Iowa law, Chapter 2.1

of this Policy Manual, or as otherwise requested by the Board of Regents through the Board Office.

- viii. Reviewing and making recommendations to the Board of Regents on all Board Policy Manual and Administrative Code revisions.
- ~~ix. The Evaluation Committee meets monthly to assess strategic plan progress and monitor evaluation and professional development.~~

Investment and Finance. The committee is primarily responsible for:

- i. Ensuring the preservation of principal, sufficient liquidity for anticipated needs, and maintenance of purchasing power of investable assets
- ii. Monitoring institutional investment and treasury management practices and performance
- iii. Reviewing investment reports
- iv. Ensuring compliance with Board investment policy
- v. Developing the broad investment strategy to be followed and the general limitations on the discretion granted to internal and external investment managers
- vi. Making recommendations to the Regents on the hiring, retention, and
- vii. Review of investment advisors and managers
- viii. Appropriation Requests
- ix. Tuition proposals
- x. TIER/CQI
- xi. Budget Management

Property and Facilities. This committee is primarily responsible for:

- i. Receiving, reviewing and making recommendations to the Board regarding institutional requests for approval of:
 - a. The purchase and sale of property including any necessary financing
 - b. The disposal, transfer and sale of buildings; and
 - c. Leases and easements
 - d. Naming of campus facilities
- ii. Receiving, reviewing and commenting upon institutional long-range development plans for the campus in total or specific areas and master plans for specific campus enterprises, such as residence systems, student service facilities and utilities. Receiving and making

recommendations to the Board on all institutional capital register items.

- viii. Receiving the Facilities Governance Report and the Institutional Roads program and special reports regarding property and facilities, including those on the status of major capital projects and annual capital plans, and Five Year Building Programs, including capital appropriations requests.
- ix. Monitoring institutional design guidelines and space standards and developing Board standards, as appropriate.
- x. Evaluating the financing for construction, and operation and maintenance of capital projects.
- xi. Examining current processes or bidding and award of construction contracts and possible alternative construction delivery systems.
- xii. Monitoring capital issues including fire and environmental safety and deferred maintenance deficiencies and energy conservation opportunities.
- xiii. Reviewing and making recommendations regarding the duties of the Board, Board Office and institutions for capital improvement projects.
- xiv. Fostering institutional cooperation and coordination among the institutions in facilities management.

~~Campus and Student Affairs. Primary responsibilities of this committee include the following:~~

- ~~i. Providing oversight and policy recommendations for universities and special schools related to:
 - ~~a. Student life and student development~~
 - ~~b. Campus safety and security~~
 - ~~c. Fraternity and sorority life~~
 - ~~d. Student financial aid~~
 - ~~e. Career development~~~~
- ~~ii. Monitoring and reviewing campus safety and security reports~~
- ~~iii. Encouraging and monitoring strategies to address student diversity and inclusion priorities~~
- ~~iv. Monitoring and developing responses to state, regional and national~~

~~trends in support of students outside the classroom~~

~~**Free Speech.** The committee is primarily responsible for:~~

- ~~i. Receiving and reviewing complaints filed under Board Policy Manual Chapter 4.2 Freedom of Expression.~~
- ~~ii. Annually reviewing all free speech policies and procedures of the Board and universities to assure cross-institutional consistency and compliance with the law.~~
- ~~iii. Annually reviewing university First Amendment training to assure compliance with Board policy and identify areas for improvement.~~
- ~~iv. Biannually surveying all university faculty, staff, and students on First Amendment matters.~~
- ~~v. Monitoring state, regional, and national strategies and best practices for fostering free expression on college and university campuses, and providing guidance to the universities on implementing those strategies.~~

D. Establishment and Operation of Committees-of-the-Whole

- i. Committees-of-the-Whole shall consist of all nine members of the Board of Regents.
- ii. A Committee-of-the-Whole may take final action on any item presented to it for consideration provided a quorum of the members of the Board of Regents is present as required by Iowa law and this Policy Manual.
- iii. Committees-of-the-Whole shall operate in accordance with Iowa Code Chapter 21 – the Iowa Open Meetings Act, and shall follow Roberts Rules of Order.
- iv. The Chair of the Committee-of-the-Whole is responsible for establishing the committee’s docket in consultation with the Executive Director of the Board of Regents.

The following Committees-of-the-Whole are established by this policy:

Audit/Compliance. This committee is primarily responsible for:

- i. Receiving and reviewing information about internal and external audit functions related to the operation of all Regent institutions
- ii. Evaluating the annual audit plans proposed by internal auditors, with

emphasis on financial control systems, mitigation of major risks, operational efficiencies, and compliance matters

- iii. Reviewing all reports prepared by internal auditors of the Regent institutions
- iv. Assuring continued evaluation, improvement, and adherence to all Board and institutional policies, procedures, and practices
- v. Facilitating an open avenue of communication among the independent auditors, state auditors, financial and senior management, internal auditors, the Committee, and the Board of Regents

University of Iowa Hospitals and Clinics. This committee is primarily responsible for:

- i. Providing strategic direction and focus to the UIHC
- ii. Fostering cooperation and coordination with open communication and input from multiple constituencies
- iii. Evaluating and providing an appropriate level of oversight of the UIHC
- iv. Monitoring planning, opportunities, and achievements
- v. Reviewing, monitoring, and recommending long-range capital plans
- vi. Assessing recommendations related to the UIHC

1.4 Meetings ([Iowa Code § 262.8](#))

C. Agendas

The Executive Director, in conjunction with the Board President and President Pro Tem, shall be responsible for determining all matters to be brought before the Board. The Board Office, in consultation with the institutions, shall be responsible for preparing the agenda and gathering all necessary documentation and supporting material. The Board Office shall establish a schedule for submission of agenda items and materials. Each institution will prepare its own portion of the agenda and forward the same, with all supporting material, to the Executive Director in accordance with the schedule for submission.

- i. Consent Agenda. The decision to place an item on the Consent Agenda shall be made by the Executive Director in consultation with Board leadership. Generally, the Consent Agenda shall be limited to the following:

- a. Approval of meeting minutes.
 - b. Routine business or procedural matters.
 - c. Reports and recommendations from Regent Committees.
- ii. The agenda of Board meetings will be made available to students, faculty, staff, and the general public through the Board Office, its website, and the public information officer at each institution prior to the Board meeting at which the agenda is to be considered.
- iii. Legislators, the majority and minority leadership in both houses, the Governor's office, state department heads, and members of the press are provided notification concerning the availability of agenda materials on the Regent website. This release of information is sent as soon as practicable and at least 24 hours prior to the Board meeting.